FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO . REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

□ Rule 504

(Number and Street, City, State, Zip Code)

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Units of beneficial interest in the Robeco-WPG Enhanced Fixed Income Strategies Fund

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

c/o Mellon Trust of Delaware, National Association, 4005 Kennett Pike, Greenville, DE 19807

ATES NGE COMMISSION C. 20549	OMB NU Expires: Estimate hours p
	06064977
ITIES PURSUANT TO .	SEC USE ONL:
ON D, AND/OR .	Prefix Serial
RING EXEMPTION	
MING EXEMIT FIGURE	DATERECEIVED
· · · · · · · · · · · · · · · · · · ·	
changed, and indicate change.)	REGEIVED
ed Income Strategies Fund	
□ Rule 505 ■ Rule 506 □ Section	n 4(6) 🗆 ULOB 💯 💆 2 2 2006
A. BASIC IDENTIFICATION DAT	A 213 ECT
nanged, and indicate change.)	
milgori, mid indicate cimingo.)	
te, Zip Code)	Telephone Number (Including Area Code)
•	Total Profite Trainor (moraning river code)
nett Pike, Greenville, DE 19807	
nd Street, City, State, Zip Code)	Telephone Number (Including Area Code)
	/
eartnership, already formed	other (please specify): PROCESSED

Type of Business Organization

□ corporation

business trust

different from Executive Offices)

The WPG Portfolio Trust Address of Executive Offices

Filing Under (Check box(es) that apply):

Type of Filing: ■ New Filing □ Amendment

1. Enter the information requested about the issuer

Address of Principal Business Operations (if

Brief Description of Business: An investment vehicle

☐ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization 11 02

□ limited partnership, already formed

(Number and Street, City, State, Zip Code)

DE

JAN 0 9 2007

GENERAL INSTRUCTIONS

Federal:

THOMSON FINANCIAL

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

■ Actual

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

□ Estimated

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
2. Enter the information requested for the Each promoter of the issuer, if th Each beneficial owner having the Each executive officer and direct Each general and managing partr	e issuer has be e power to vot tor of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10	% or more of a cl	ass of equity securities of the issuer; hip issuers; and
Check Eox(es) that Apply:	Prómoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ Manager
Full Name (Last name first, if individual)		۹ .			
Robeco USA, L.L.C.	1				
Business or Residence Address	(Number and !	Street, City, State, Zip Co	de)		
909 Third Avenue, New York, NY 10022					
	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ Trustee
Full Name (Last name first, if individual)					
Mellon Trust of Delaware, National Association	ciation				
Business or Residence Address	(Number and :	Street, City, State, Zip Co	de)		
4005 Kannett Pike, Greenville, DE 19807	<u> </u>		·		
	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Na ne (Last name first, if individual)					
Business or Residence Address (Number and S	Street, City, State, Zip Co	de)		
Check Hox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		,			:
Business or Residence Address (Number and S	Street, City, State, Zip Co	de)	*	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Na ne (Last name first, if individual)		B bonemous owner			5 Gardin and Managing Lame.
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)	•	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		3 ,, ., .			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Busines s or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	(Number and	ouce, ony, suite, zip o		·	
	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		•			•
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	 <u>-</u> 	
		•			
1 1	Use blank sl	heet, or copy and use addi	itional copies of this sheet	, as necessary.)	
; ; 1					
; i ·		,			
					•
· !	1				

		B. INFOR	MATION ABO	OUT OFFER	ING				
7	:							Yes	No
1. Hai	s the issuer sold, or does the issuer int	end to sell, to non-accredit	ed investors in t	his offering?	***************************************		********		
í ' i	· · · · · · · · · · · · · · · · · · ·	so in Appendix, Column 2							
2. W	nat is the minimum investment that wi	ll be accepted from any in	dividual?		***************************************			\$ <u>2,000,000</u>	
- 1								Yes	No .
- 1	es the offering permit joint ownership							• .	
sin ass de for	er the information requested for each illar remuneration for solicitation of pociated person or agent of a broker or iler. If more than five (5) persons to that broker or dealer only.	urchasers in connection wi dealer registered with the	ith sales of secur SEC and/or with	rities in the of a state or sta	ffering. If a pates, list the na	erson to be lis ame of the bro	ted is an ker or		
Full Nar	ne (Last name first, if individual)								
1		C' 4 7 0 1						•	
Busines	or Residence Address (Number and	street, City, State, Zip Cod 	le)						
Name of	Associated Broker or Dealer								
									· · · · · · · · · · · · · · · · · · ·
States in	which Person Listed Has Solicited or						_	A 11 Canan	
İ	(Check "All States" or check indiv	idual States)	***************************************					All States	
_[AL] _ [IL] _ [MT] _ [RI]	_ [IN] _ [IA] _ [KS	[LA] [KY] [LA] [NJ] [NJ]	j	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [MI] _ [OH]	_ (GA] _ [MN] _ [OK] _ [WI]	[MS] [OR]	_ (ID] _ [MO] _ [PA] _ {PR}
Full nam	e (Last name first, if individual)							· · · ·	
Business	or Residence Address (Number and	Street, City, State, Zip Co	ode)						
Name of	Associated Broker or Dealer								
States in	which Person Listed Has Solicited or	Intends to Solicit Purchas	ers						
ļ	(Check "All States" or check indiv	 idual States) 						All States	
_[AL] _[IL] _[MT] _[RI]	_ [AK]	i]] _[ME] 1] _[NY]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [MI] _ [OH]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [MS] _ [OR]	_ (ID) _ [MO] _ [PA] _ [PR]
Full Nan	ne (Last name first, if individual)								
Business	or Residence Address (Number and	Street, City, State, Zip Co	ode)	<u> </u>					
	ii .			-					
Name of	Associated Broker or Dealer	· ·							
Ctaton :-	which Person Listed Use California	Intende to Caliait Pro-L	~~						
States in	which Person Listed Has Solicited or (Check "All States" or check indiv	Ì						All States	
_[AL] _[IL] _[MT] _[RI]	_[AK] _ [AZ] _ [AF _ [IN] _ [IA] _ [KS	[k]	[CT] [ME] [NY]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Partnership Interests	check this box exchange and	already exchanged.	columns below the	If the transaction is an e e amounts of the securiti	ies offered for	Aggregate Offering Price	Amount Alre Sold
Common Description of Common Description of Common Description of Preferred Description of Common Description Description of Common Description Description Description of Common Description Descript	Type of Secur	ity				4 4 ·	
S S S S S S S S S S S S S S S S S S S) Debt	<u> </u>	1			S	\$
Common Preferred S S S Transcrible Securities (including warrants) S S Transcrible Interests S S Transcrible Interests S S Transcrible Interests S S Total Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Inter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases of the sound of Purchase its purchases on the total lines. Enter O if answer is "none" or "zero." Corredited Investors O S Total (for filings under Rule 504 only) S Answer also in Appendix, Column 4, if filing under ULOE This filing is for an offering under Rule 504 only) S Answer also in Appendix, Column 4, if filing under ULOE This filing is for an offering under Rule 504 only) S Answer also in Appendix, Column 4, if filing under ULOE Type of offering this purchase in this offering. Classify securities by type listed in Part C Type of Security Sold S S S S S S S S S S		1	1	•		\$	•
Invertible Securities (including warrants) S S S S S Pertnership Interests. S S S S S S S S S Det (Specify beneficial interests). Total Answer also in Appendix, Column 3, if filing under ULOE. Sindefinite S S S S Sindefinite S	- I	} .	1	•	•		Φ
Total. Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Answer also in Appendix, Column 3, if filing under ULOE. Answer also the total lines. Enter, "0" if answer is "none" or "zero." O S Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE I this filing is for an offering under Rule 504 on 505, enter the information requested for all curties sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months ror to the firsts also of securities in this offering. Classify securities by type listed in Part C — Type of offering Stule 505. Regulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the eutrities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure short known, furnish an estimate and check the box to the left of the estimate. I amsfer Agent's Fee. I a spal Fees, accounting, etc. Sindefinite Aggregate dollar amount of the purchases. Total (for filing under Rule 504 on the purchases Fero of "zero." O S Type of offering Subject of filing under Rule 504 or 505, enter the information requested for all our and subject to offering subject to filing under ULOE Type of Security Scurity Sindefinite Sindefinite Sindefinite Sindefinite Sindefinite Sindefinite Sindefinite Sindefinite Sindefinite Sindefinit	- 11	1					٠
Total Answer also in Appendix, Column 3, if filing under ULOE after the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, in factor the number of persons who have purchased securities and the aggregate dollar amount of investors of Purchase on the total lines. Enter 10° if answer is "none" or "zero." Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE I this filing is for an offering under Rule 504 or 505, enter the information requested for all curnities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months more to the first sale of securities in this offering. Classify securities by type listed in Pant C — Type of Security Sold Security Total (10° filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE I this filing is for an offering under Rule 504 or 505, enter the information requested for all curnities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months more to the first sale of securities in this offering. Classify securities by type listed in Pant C — Type of Security Sold Security Total (10° filings under Rule 504 only) Substitute 505. Regulation A. Furnish a statement of all expenses in connection with the issuance and distribution of the eutraties in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. I amsfer Agent's Fee. I all Fees, accounting, etc. Sold Securities of the filing and the securities and the securities in this offering Fees. Sold Securities of the filing and the securities of the securities in this securities	Convertible S	ecurities (including wa	arrants)			\$	\$
Total Answer also in Appendix, Column 3, if filing under ULOE after the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, in factor the number of persons who have purchased securities and the aggregate dollar amount of investors of Purchase on the total lines. Enter 10° if answer is "none" or "zero." Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE I this filing is for an offering under Rule 504 or 505, enter the information requested for all curnities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months more to the first sale of securities in this offering. Classify securities by type listed in Pant C — Type of Security Sold Security Total (10° filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE I this filing is for an offering under Rule 504 or 505, enter the information requested for all curnities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months more to the first sale of securities in this offering. Classify securities by type listed in Pant C — Type of Security Sold Security Total (10° filings under Rule 504 only) Substitute 505. Regulation A. Furnish a statement of all expenses in connection with the issuance and distribution of the eutraties in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. I amsfer Agent's Fee. I all Fees, accounting, etc. Sold Securities of the filing and the securities and the securities in this offering Fees. Sold Securities of the filing and the securities of the securities in this securities	Partnership In	terests	!	1		s	\$
Answer also in Appendix, Column 3, if filing under ULOE. Inter the number of accredited and non-accredited investors who have purchased securities in this effering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, a factor the number of persons who have purchased securities and the aggregate dollar amount of his purchases on the total lines. Enter "O" if answer is "none" or "zero." I total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all counties sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months roor to the first sale of securities in this offering. Classify securities by type listed in Part C—District to the first sale of securities in this offering. Classify securities by type listed in Part C—District to the first sale of securities in this offering. Classify securities by type listed in Part C—District to the first sale of securities in this offering. Sold Furnish a statement of all expenses in connection with the issuance and distribution of the courties in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure short nown, furnish an estimate and check the box to the left of the estimate. Furnish a graving Costs. Sold the Expenses (identify) Sold the Expenses (identify)						Sindefinite	•
Answer also in Appendix, Column 3, if filing under ULOE inter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, nicate the number of persons who have purchased securities and the aggregate dollar amount of nivestors of Purchas in purchases on the total lines. Enter 10° if answer is "none" or "zero." Control of the state of the state of the state of the aggregate dollar amount of nivestors of Purchas of Purcha		h					_
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, Number of Dollar Amo nicate the number of persons who have purchased securities and the aggregate dollar amount of Investors of Purchases in the total lines. Enter "0" if answer is "none" or "zero." O		ŀ	1	1		S <u>ingetune</u>	*
Control to the first sale of securities in this offering. Classify securities by type listed in Part C. Sugulation A. Rule 504. Sugulation A. Rule 505. Sugulation A. Rule 506. Sugulation A. Rule 507. Sugulation A. Rule 508. Sugulation A. Rule 508. Sugulation A. Rule 509. Sugulation A. Sugulation A. Rule 509. Sugulation A. Sugulation A. Rule 509. Sugulation A. Sugu	offering and the in licate the in	he aggregate dollar am umber of persons who	nounts of their pure have purchased se	chases. For offerings un ecurities and the aggrega	ider Rule 504,		Aggregat Dollar Amo of Purchas
Nn-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE f this filing is for an offering under Rule 504 or 505, enter the information requested for all ecurities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months rice to the first sale of securities in this offering. Classify securities by type listed in Part C – Type of Security Sold Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the ecurities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure snot known, furnish an estimate and check the box to the left of the estimate. Finansfer Agent's Fees. Printing and Engraving Costs. Agal Fees, accounting, etc. Scales Commissions (specify finders' fees separately). Scher Expenses (identify)	11 -		1			0_	\$
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE f this filing is for an offering under Rule 504 or 505, enter the information requested for all countities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months rice to the first sale of securities in this offering. Classify securities by type listed in Part C — Type of Security Sold Type of Offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the counties in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure short known, furnish an estimate and check the box to the left of the estimate. Finansfer Agent's Fees. Significant and Engraving Costs. Significant and Engraving Costs. Significant and Check the separately) Significant and Engraving Costs. Significant and Engraving Costs of the inspection of the estimate of the engraving Costs. Significant and Engraving Costs. Significant and Check the separately) Significant and Engraving Costs. Significant and	11		4			•	
Answer also in Appendix, Column 4, if filing under ULOE f this filing is for an offering under Rule 504 or 505, enter the information requested for all ecurities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months price to the first sale of securities in this offering. Classify securities by type listed in Part C - Type of Security Sold Type of Offering Rule 505. Sugulation A. Total Survey Sold	Non-accredite	d Investors				•	· \$
f this filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months rice to the first sale of securities in this offering. Classify securities by type listed in Part C – Type of Security Sold Sugulation A Sugulation A Sugulation A Sugulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure shotknown, furnish an estimate and check the box to the left of the estimate. Significantly Fees Significant	Total (for	filings under Rule 50-	4 only)			<u> </u>	•
f this filing is for an offering under Rule 504 or 505, enter the information requested for all examines sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months rice to the first sale of securities in this offering. Classify securities by type listed in Part C — Type of Security Sold Type of offering Sold Sugulation A S S Sugulation A S S Sugulation A S S Sugulation A S S S Sold Sold Sold Sold Sold Sold Sol						;	· <u>J</u>
extrities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Type of Security Sold Sold Security Sold		Answer also in Ap	pendix, Column 4	, if filing under ULOE	•		
extrities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Type of Security Sold Type of offering Rule 505. Regulation A. S. Total Total S. Furnish a statement of all expenses in connection with the issuance and distribution of the extrities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure should be a statement of the estimate and check the box to the left of the estimate. Furnish a statement of all expenses in connection with the issuance and distribution of the extrities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure should be a support of the estimate and check the box to the left of the estimate. Furnish a statement of all expenses in connection with the issuance and distribution of the extrinct in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject to future contingencies. If the amount of an expenditure should be a subject t			1		•		
Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the ecurities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees. Printing and Engraving Costs. Saler Sees, accounting, etc. Sales Commissions (specify finders' fees separately). Diher Expenses (identify)	f this filing is	for an offering under	Rule 504 or 505	enter the information rec	mested for all		•
Total Total S Total Furnish a statement of all expenses in connection with the issuance and distribution of the equitities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is, not known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees. Printing and Engraving Costs. S Accounting Fees. S Significantly Fees. Significantly Fe	securities sold or or to the fir Question 1.	by the issuer, to date, st sale of securities in	, in offerings of the this offering. Clas	e types indicated, in the ssify securities by type l	twelve (12) months listed in Part C –		
Total	securities sold or or to the fin Question 1. Type of offerin Rule 505	by the issuer, to date, st sale of securities in ng	, in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months listed in Part C –		
Furnish a statement of all expenses in connection with the issuance and distribution of the equities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees	repurities sold or or to the fin Question 1. Type of offering the sold of the	by the issuer, to date, st sale of securities in ng	, in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months listed in Part C –		
exurities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure snot known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees.	ecurities sold or or to the fin Question 1. Type of offerin Rule 505	by the issuer, to date, st sale of securities in ng	, in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months isted in Part C –		
exurities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure snot known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees.	repurities sold or or to the fin Question 1. Type of offering the sold of the	by the issuer, to date, st sale of securities in ng	, in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months isted in Part C –		
The information may be given as subject to future contingencies. If the amount of an expenditure shot known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees. Printing and Engraving Costs. Sales Commissions (specify finders' fees separately). Sales Commissions (identify) Sales Commissions (repurities sold or for to the fin Question 1. Type of offering the fine of th	by the issuer, to date, st sale of securities in ng	, in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months isted in Part C –		
Sinot known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees	repurities sold or for to the fin Question 1. Type of offering the sold of th	by the issuer, to date, st sale of securities in ng	in offerings of the this offering. Class	e types indicated, in the ssify securities by type I	twelve (12) months listed in Part C –		
Frinting and Engraving Costs S	exurities sold or or to the fin Question 1. Type of offering the Sold of the	by the issuer, to date, st sale of securities in ng high sale of securities in a sale of securities in the sale of securities in a sale of securities	in offerings of the this offering. Class of the this offering. Class of the this offering.	e types indicated, in the ssify securities by type I	twelve (12) months listed in Part C – tribution of the penses of the issuer.		
Printing and Engraving Costs. S	exurities sold or or to the fin Question 1. Type of offering the Sold of the	by the issuer, to date, st sale of securities in ng had been securities in tatement of all expensis offering. Exclude a con may be given as sul	in offerings of the this offering. Class of the this offering. Class of the this offering. Class of the this offering sees in connection warmounts relating subject to future con	e types indicated, in the ssify securities by type I with the issuance and disolely to organization expensions. If the amount in the indicate is the indicate in the indicate	twelve (12) months listed in Part C – tribution of the penses of the issuer. nt of an expenditure		
Sales Commissions (specify finders' fees separately).	repurities sold or or to the fin Question 1. Type of offering the Sold of the	by the issuer, to date, st sale of securities in ng late tatement of all expensis offering. Exclude a on may be given as sulfurnish an estimate an	in offerings of the this offering. Class offering the class of the this offering the class of the this offering sees in connection warmounts relating subject to future conditional check the box to	vith the issuance and disolely to organization exptingencies. If the amount the left of the estimate.	tribution of the penses of the issuer.		
Scounting Fees	exprities sold or or to the fin Question 1. Type of offering the 505	tatement of all expenses on may be given as sulfurnish an estimate an	in offerings of the this offering. Class of the this offering. Class of the this offering of the this offering ses in connection warmounts relating subject to future conditions the thick the box to	with the issuance and disolely to organization experiences. If the amount the left of the estimate.	tribution of the penses of the issuer.	Security	
Scounting Fees	rior to the fin Question 1. Type of offering the 505	tatement of all expenses on may be given as sulfurnish an estimate an	in offerings of the this offering. Class of the this offering. Class of the this offering of the this offering ses in connection warmounts relating subject to future conditions the thick the box to	with the issuance and disolely to organization experiences. If the amount the left of the estimate.	tribution of the penses of the issuer.	Security	
Sales Commissions (specify finders' fees separately)	repurities sold or or to the fin Question 1. Type of offering the Sold of the	tatement of all expenses on may be given as suffirmish an estimate an its Fees.	in offerings of the this offering. Class of the this offering. Class of the this offering. Class of the this offering so the thick of t	vith the issuance and disolely to organization experiences. If the amount the left of the estimate.	tribution of the penses of the issuer. nt of an expenditure	Security	
Sales Commissions (specify finders' fees separately)	repurities sold or for to the fin Question 1. Type of offering the sold of th	tatement of all expenses on may be given as suffirmish an estimate an excounting. Costs	in offerings of the this offering. Class offering class of the this offering class of the this offering class of the this offering so that the thin this offering so that the thin this offering so the thin this offering so that the thin this offering so the thin this offering so the thin this offering so that the thin this offering so the thin thin this offering so the thin this offering so the thin thin this offering so the thin thin this offering so the thin thin thin thin thin thin thin thin	with the issuance and discolely to organization expringencies. If the amount the left of the estimate.	twelve (12) months isted in Part C – tribution of the penses of the issuer. Int of an expenditure	Security	
Sales Commissions (specify finders' fees separately)	repurities sold or or to the fin Question 1. Type of offering the sold of the	tatement of all expenses on may be given as sulfurnish an estimate an art's Fees	in offerings of the this offering. Class offering class of the this offering class of the this offering class of the this offering so that the thin this offering so the class of the class of the thin this offering so the class of the class	with the issuance and disolely to organization explicitingencies. If the amount of the left of the estimate.	tribution of the penses of the issuer.	Security	
Other Expenses (identify)	repurities sold or or to the fin Question 1. Type of offering the sold of the	tatement of all expenses on may be given as sulfurnish an estimate an art's Fees	in offerings of the this offering. Class offering class of the this offering class of the this offering class of the this offering so that the thin this offering so the class of the class of the thin this offering so the class of the class	with the issuance and disolely to organization explicitingencies. If the amount of the left of the estimate.	tribution of the penses of the issuer.	Security	
	recurities sold or or to the fin Question 1. Type of offering the sold of the	tatement of all expenses of may be given as sulfurnish an estimate an art's Fees	in offerings of the this offering. Class offering class of the this offering class of the this offering class of the this offering set in connection warmounts relating subject to future condiction to the the box to	with the issuance and disolely to organization explicitingencies. If the amount of the left of the estimate.	tribution of the penses of the issuer.	Security	
	repurities sold or or to the fin Question 1. Type of offering the sold of the	tatement of all expenses is softening. Exclude a con may be given as suffirmish an estimate an it's Fees.	in offerings of the this offering. Class of the this offering. Class of the this offering. Class of the this offering subject to future condition to the the thin to the thin the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering.	vith the issuance and disolely to organization explicingencies. If the amount the left of the estimate.	tribution of the penses of the issuer. nt of an expenditure	Security	
	repurities sold or or to the fin Question 1. Type of offering the sold of the	tatement of all expenses is softening. Exclude a con may be given as suffirmish an estimate an it's Fees.	in offerings of the this offering. Class of the this offering. Class of the this offering. Class of the this offering subject to future condition to the the thin to the thin the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering subject to future conditions of the thin this offering.	vith the issuance and disolely to organization explicingencies. If the amount the left of the estimate.	tribution of the penses of the issuer. nt of an expenditure	Security	Dollar Amore Sold \$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... Sindefinite_ Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used 5. for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, Payments To & Affiliates Others Salaries and fees Purchase of real estate.... Perchase, rental or leasing and installation of machinery and equipment П Construction or leasing of plant buildings and facilities Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) m Repayment of indebtedness..... Working capital..... Other (specify): portfolio investments Sindefinite \Box \$ 0 Column Totals Sindefinite ... Tctal Payments Listed (column totals added) \$indefinite D. FEDERAL SIGNATURE The isst er has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

ATTENTION

Signature

Title of Signer (Print or Type)

Issuer (Print or Type)

William Butterly

The WPG Portfolio Trust

Name of Signer (Print or Type)

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Authorized Representative of the Investment Manager

Date

December , 2006

William G. Butterly, III Senior Managing Director